

MEMORANDUM OF ASSIGNMENT OF LEASE

This MEMORANDUM OF ASSIGNMENT OF LEASE, dated as of this 29th day of September, 1995 is made by Northbrook Rail Corporation, Assignor, successor Lessor, an Illinois corporation, with an address at Suite 119, 2025 South Arlington Heights, Road, Arlington Heights, Illinois 60005 and The CIT Group/Equipment Financing, Inc., Assignee, a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036, hereinafter together referred to as "Parties."

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Northbrook Rail Corporation, Assignor, is the successor Lessor to Chrysler Rail Transportation Corporation, original Lessor, in that certain Lease Agreement ("Lease") dated as of May 29, 1992 with Western Railroad Company, Lessee, a Memorandum of Lease covering the said Lease being recorded concurrently with the Interstate Commerce Commission; and

WHEREAS, Northbrook Rail Corporation became the owner of the units of rolling stock covered by the Lease ("Equipment"); and

WHEREAS, Northbrook Rail Corporation has sold the Equipment to The CIT Group/Equipment Financing, Inc. and The CIT Group/Equipment Financing, Inc. has purchased from Northbrook Rail Corporation the Equipment; and

WHEREAS, in connection with the aforesaid sale and purchase of the Equipment Northbrook Rail Corporation has, with the consent of the Lessee, Western Railroad Company, assigned all of the right, title and interest of Northbrook Rail Company as Lessor in the Lease to The CIT Group/Equipment Financing, Inc.; and

WHEREAS, the Parties find it desirable to place of record the existence of the Assignment of Lease in the public files maintained by the Interstate Commerce Commission under 49 U.S.C. 11303.

NOW THEREFORE, this Memorandum of Assignment of Lease is entered into by the Parties thereto for the purpose of placing of record this existence of the aforesaid Assignment of Lease.

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Assignment of Lease to be executed by their duly authorized officers as of the date herein first set forth above.

NORTHBROOK RAIL CORPORATION.

Successor Lessor/Assignor:

By: _____

Name: Gerald L. Kilcoyne

Corporate Title: President

THE CIT GROUP/EQUIPMENT FINANCING, INC.
Assignee/current Lessor.

By: _____

Name: _____

Corporate Title: _____

CONSENT:

Western Railroad Company, as Lessee, consents to the aforesaid Assignment of Lease.

WESTERN RAILROAD COMPANY,

Lessee

By: _____

Name: _____

Corporate Title: _____

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Assignment of Lease to be executed by their duly authorized officers as of the date herein first set forth above.

NORTHBROOK RAIL CORPORATION,
Successor Lessor/Assignor.

By: _____
Name: _____
Corporate Title: _____

THE CITI GROUP/EQUIPMENT FINANCING, INC.
Assignee/current Lessor.

By: *Victoria J. [Signature]*
Name: _____
Corporate Title: _____

CONSENT:

Western Railroad Company, as Lessee, consents to the aforesaid Assignment of Lease.

WESTERN RAILROAD COMPANY,
Lessee

By: _____
Name: _____
Corporate Title: _____

IN WITNESS WHEREOF, the Parties have caused this Memorandum of Assignment of Lease to be executed by their duly authorized officers as of the date herein first set forth above.

NORTHBROOK RAIL CORPORATION,
Successor Lessor/Assignor.

By: _____
Name: _____
Corporate Title: _____

THE CIT GROUP/EQUIPMENT FINANCING, INC.
Assignee/current Lessor.

By: _____
Name: _____
Corporate Title: _____

CONSENT:

Western Railroad Company, as Lessee, consents to the aforesaid Assignment of Lease.

WESTERN RAILROAD COMPANY,

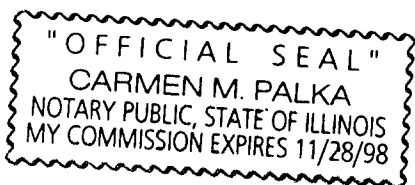
Lessee
By: Frank Garcia
Name: Frank Garcia
Corporate Title: Vice-President of Admin.

STATE OF Illinois)
COUNTY OF Cook)

SS:

On this 29th day of September, 1995 before me personally appears
Gerald L. Kilcoyne, to me personally know, who by me duly sworn, says that
he/she is the President of NORTHBROOK RAIL CORPORATION
("Corporation"), that the foregoing instrument was signed on behalf of the said Corporation by
authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of the said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Carmen M. Palka
Notary Public

[SEAL]

My Commission expires: November 28, 1998

STATE OF New York
COUNTY OF New York

SS:

On this 29 day of September 1995 before me personally appears VICTORIA McMANUS, to me personally know, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT"), that the foregoing instrument was signed on behalf of the said CIT by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said CIT.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rose Mary Dinnhaupt
Notary Public

[SEAL]

My Commission expires:

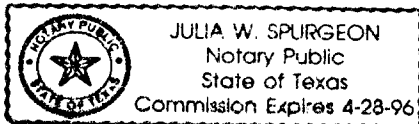
ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 1997

STATE OF Texas)
COUNTY OF Comal)

SS:

On this 27th day of September, 1995 before me personally appears Fenle Examin, to me personally know, who by me duly sworn, says that he/she is the Vice President of Admin of WESTERN RAILROAD COMPANY ("Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Julia W. Spurgeon
Notary Public

[SEAL]

My Commission expires: 4/28/96